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OF COUNSEL
URBAN A. LESTER

April 26, 1996

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Partial Release, executed on April 24, 1996, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to Residual Sharing and Security Agreement, previously filed with the Commission under Recordation Number 19335.

The name and address of the party to the enclosed document are:

Secured Party:

First Pacific Railcar Corporation 3650 Alta Vista Avenue

Santa Rosa, California 95409

A description of the railroad equipment covered by the enclosed document is described in Riders 2 and 3 of the Security Agreement, namely: two hundred (200) mechanical refrigerated box cars bearing reporting marks and road numbers VCY 25200 through VCY 25399, inclusive.

Causay etc.

Mr: Vernon A. Williams April 26, 1996 Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures

19335-A

PARTIAL RELEASE

THIS RELEASE is extented and delivered as of May 1, 1996, by FIRST PACIFIC RAILCAR CORPORATION ("First Pacific").

First Pacific hereby waives and releases all of its rights under the Residual Sharing and Security Agreement dated as of December 31, 1994 between Sequel Railcar Leasing Corporation and First Pacific (the "Agreement") with respect to each of the units of Equipment described on Schedule 1 attached hereto (the "Units") and releases all of its right, title and interest in and to the Units.

IN WITNESS WHEREOF, First Pacific has executed this Partial Release as of the day and year first above written.

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FIRST PACIFIC RAILCAR CORPORATION

By: Tay

Title:

PREJASIE

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STATE OF California)		
)	S	S
COUNTY OF SONDAGE)		

The forgoing instrument was acknowledged before me this $\frac{1}{1}$, 1996 by Jay Bronson, the President of FIRST PACIFIC RAILCAR CORPORATION, a corporation, on behalf of the corporation.

otary Public

(SEAL)

OFFICIAL SEAL - 1079022
JENNIFER A. SULLIVAN
NOTARY PUBLIC - CALIF.
COUNTY OF SONOMA
My Comm. Exp. Dec. 3, 1999

SCHEDULE 1 TO PARTIAL RELEASE

Description of Units

Two hundred (200) mechanical refrigerated box cars bearing marks and numbers VCY 25200 through VCY 25399 (inclusive),

being the equipment described in Riders 2 and 3 of the Residual Sharing and Security Agreement filed with the Interstate Commerce Commission on March 30, 1995 under Recordation No. 19335.